

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

---

In re:	)	
	)	Chapter 11
Fred's, Inc., <i>et al.</i> <sup>1</sup>	)	
	)	Case No. 19-11984 (CSS)
	)	
Debtors.	)	Jointly Administered
	)	

---

NOTICE OF SECOND **AMENDED**<sup>2</sup> AGENDA OF MATTERS SCHEDULED FOR  
HEARING ON FEBRUARY 25, 2020 AT 10:00 A.M. (EASTERN STANDARD TIME)

RESOLVED/ADJOURNED MATTERS

1. Motion of Dr. Marlon Doucet for Relief from the Automatic Stay (D.I. 511, Filed 11/14/19).

Objection Deadline: December 2, 2019 at 4:00 p.m. (EST), extended to December 11, 2019 for the Debtors; further extended to December 30, 2019 for the Debtors; further extended to January 21, 2020 for the Debtors; further extended to March 23, 2020 at 4:00 p.m. (EDT) for the Debtors.

Responses Received: None.

Related Pleading: None.

Status: This matter has been adjourned to the Omnibus hearing scheduled for March 30, 2020 at 10:00 a.m. (EST).

2. Motion of the Official Committee of Unsecured Creditors Pursuant to Bankruptcy Rule 2004 for an Order Directing the Production of Documents from, and Authorizing the Examination of, Certain Former Fred's Employees (D.I. 634, Filed 12/23/19).

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Fred's Stores of Tennessee, Inc. (9888); Fred's Inc. (4010); National Equipment Management and Leasing, Inc. (4296); National Pharmaceutical Network, Inc. (9687); Reeves-Sain Drug Store, Inc. (4510); Summit Properties-Jacksboro, LLC (9161); Summit Properties-Bridgeport, LLC (2200); and 505 N. Main Opp, LLC (5850). The Debtors' address is 6625 Lenox Park, Suite 200, Memphis, TN 38115.

<sup>2</sup> **Amended items appear in bold.**

Objection Deadline: December 31, 2019 at 4:00 p.m. (EST), extended to January 14, 2020 at 4:00 p.m. (EST) for the Debtors; further extended to February 18, 2020 at 4:00 p.m. (EST) for the Debtors; further extended to March 23, 2020 at 4:00 p.m. (EDT) for the Debtors.

Responses Received: None.

Related Pleading:

a) Order Approving Stipulation (D.I. 661, Entered 12/30/19).

Status: This matter has been adjourned to the Omnibus hearing scheduled for March 30, 2020 at 10:00 a.m. (EDT).

3. Motion of Pauline Carthern for Relief from the Automatic Stay (D.I. 757, Filed 1/22/2020).

Objection Deadline: February 10, 2020 at 4:00 p.m. (EST), extended to March 16, 2020 at 4:00 p.m. (EDT) for the Debtors.

Responses Received: None.

Related Pleading: None.

Status: This matter has been adjourned to the Omnibus hearing scheduled for March 30, 2020 at 10:00 a.m. (EDT).

4. Debtors' Second Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts *Nunc Pro Tunc* to January 23, 2020 and (II) Granting Related Relief (D.I. 773, Filed 1/23/20).

Objection Deadline: February 6, 2020 at 4:00 p.m. (EST).

Responses Received: None.

Related Pleading:

- a) Certificate of No Objection Regarding the Debtors' Second Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts *Nunc Pro Tunc* to January 23, 2020 and (II) Granting Related Relief (D.I. 812, Filed 2/07/20); and
- b) Order Granting Debtors' Second Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts *Nunc Pro Tunc* to January 23, 2020 and (II) Granting Related Relief (D.I. 826, Entered 2/12/20).

Status: An order has been entered. No hearing is necessary.

5. Debtors' Application for an Order Authorizing the Retention and Employment of KPMG LLP as Service Provider to the Debtors for Tax Compliance and Tax Consulting Matters *Nunc Pro Tunc* to January 21, 2020 (D.I. 804, 2/04/2020).

Objection Deadline: February 18, 2020 at 4:00 p.m. (EST).

Responses Received: None.

Related Pleading:

- a) Certificate of No Objection Regarding Debtors' Application for an Order Authorizing the Retention and Employment of KPMG LLP as Service Provider to the Debtors for Tax Compliance and Tax Consulting Matters *Nunc Pro Tunc* to January 21, 2020 (D.I. 853, 02/19/2020); and
- b) Order Authorizing the Debtors to Retain and Employ KPMG LLP as Service Provider for Tax Compliance and Tax Consulting Matters *Nunc Pro Tunc* to January 21, 2020 (D.I. 858, 2/21/20).

Status: An order has been entered. No hearing is necessary.

MATTERS GOING FORWARD:

6. Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Voting Plan, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief (D.I. 813, Filed 02/07/20).

Objection Deadline: February 18, 2020 at 4:00 p.m. (EST).

Responses Received:

- a) Informal comments received from the United States Securities Exchange Commission;
- b) Informal comments from the Office of the United States Trustee for the District of Delaware;

- c) Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Voting on Plan, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief (D.I. 847, Filed 02/18/20);
- d) Objection of the Chubb Companies to the Proposed Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Debtors' Joint Plan (D.I. 851, Filed 2/19/20); **and**
- e) **Joinder of Tiffany Taylor, Melanie Wallace, Lillie Williams, Sascha Feliciano, Heather Tyler, and Cusetta Journey, in Their Respective Individual and Representative Capacities, to the Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Voting on Plan, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief (D.I. 874, Filed 02/24/20).**

Related Pleading:

- a) Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates Set Forth Herein (D.I. 755, Filed 01/21/20);
- b) Proposed Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Debtors' Joint Plan (D.I. 756, Filed 01/21/20);
- c) Notice Regarding Plan and Disclosure Statement Proposed By The Debtors and Disclosure Statement Hearing (D.I. 791, Filed 01/29/2020);
- d) Order Shortening Notice and Objection Periods for Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Voting Plan, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief (D.I. 823, Filed 02/12/20);
- e) Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates Set Forth Herein (D.I. 840, Filed 02/14/20);

- f) Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates Set Forth Herein [REDACTED] (D.I. 841, Filed 02/14/20);
- g) Proposed Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Debtors' Joint Plan (D.I. 843, Filed 02/14/20);
- h) Proposed Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Debtors' Joint Plan [REDACTED] (D.I. 844, Filed 02/14/20);
- i) Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates Set Forth Herein (D.I. 865, Filed 02/23/20);
- j) Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates Set Forth Herein [REDACTED] (D.I. 866, Filed 02/23/20);
- k) Proposed Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Debtors' Joint Plan (D.I. 867, Filed 02/23/20);
- l) Proposed Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Debtors' Joint Plan [REDACTED] (D.I. 868, Filed 02/23/20);
- m) Motion of the Debtors' for Leave to File a Late Reply in Response to Objections to, and in Further Support of, the Disclosure Statement and Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Voting Plan, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief (D.I. 869, Filed 02/23/20); and
- n) Debtors' Reply in Further Support of Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Voting on Plan, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief (D.I. 870, Filed 02/23/20).

Status: This matter is going forward.

7. Motion of the Debtors' for Leave to File a Late Reply in Response to Objections to, and in Further Support of, the Disclosure Statement and Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Voting Plan, (V) Scheduling

Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief (D.I. 869, Filed 02/23/20).

Responses Received: None.

Status: This matter is going forward.

Dated: February 24, 2020  
Wilmington, Delaware

**MORRIS, NICHOLS, ARSHT & TUNNELL LLP**

/s/ Joseph C. Barsalona II

Derek C. Abbott (No. 3376)

Andrew R. Remming (No. 5120)

Joseph C. Barsalona II (No. 6102)

Andrew R. Workman (No. 6710)

**MORRIS, NICHOLS, ARSHT & TUNNELL LLP**

1201 N. Market Street, 16<sup>th</sup> Floor

P.O. Box 1347

Wilmington, Delaware 19899-1347

Telephone: (302) 658-9200

Facsimile: (302) 658-3989

Email: dabbott@mnat.com

aremming@mnat.com

jbarsalona@mnat.com

aworkman@mnat.com

- and -

Adam L. Shiff (admitted *pro hac vice*)

Robert M. Novick (admitted *pro hac vice*)

Shai Schmidt (admitted *pro hac vice*)

**KASOWITZ BENSON TORRES LLP**

1633 Broadway

New York, New York 10019

Telephone: (212) 506-1700

Facsimile: (212) 506-1800

Email: ashiff@kasowitz.com

rnovick@kasowitz.com

sschmidt@kasowitz.com

*Counsel for Debtors and  
Debtors In Possession*